FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB AP	PROVA	
--------	-------	--

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

			or Se	ction 30(h) of the Ir	nvestment Con	pany Act of 1940					
	ss of Reporting Person	iʻ HOLDINGS, IN	HVCI	Name <b>and</b> Ticker of ROFT MININ	5. Relat (Check X	vner					
(Last) ONE AMC WA	(First)	(Middle)	3. Date o 05/24/2	f Earliest Transaction	on (Month/Day	Year)		Officer (give title below)		Other (s pelow)	specify
11500 ASH STREET			4. If Ame	ndment, Date of Or	Individual or Joint/Group Filing (Check Applicable Line)     Form filed by One Reporting Person						
(Street)							X	Form filed by More	than One R	eportin	g Person
LEAWOOD KS 66211				5-1(c) Transaction	Indication		,				
(City) (State) (Zip)				Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.							
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security (Instr. 3)  2. Tran Date (Montt				2A. Deemed Execution Date, if any	3. Transaction Code (Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and		5. Amount of Securities Beneficially Owned	6. Ownersl Form: Dire or Indirect	ct (D)	7. Nature of Indirect Beneficial

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Deemed Execution Date if any (Month/Day/Year)		Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	3 and 4)		(IIISU: 4)
Class A Common Stock	05/24/2023		A		208,623(1)(2)	A	\$0	23,704,276(3)	I	See Notes <sup>(4)(5)</sup>

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Date	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)				Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		

1. Name and Address of Reporting Person*  AMC ENTERTAINMENT HOLDINGS, INC.										
(Last)	(First)	(Middle)								
ONE AMC WAY										
11500 ASH STR	EET									
(Street)										
LEAWOOD	KS	66211								
(City)	(State)	(Zip)								
	s of Reporting Person* MULTI-CINEM	IA, INC.								
(Last)	(First)	(Middle)								
ONE AMC WAY										
11500 ASH STR	EET									
(Street)										
LEAWOOD	KS	66211								
(City)	(State)	(Zip)								

## Explanation of Responses:

- 1. The reported transaction relates to the receipt by AMC Entertainment Holdings, Inc. ("AMC Holdings") of 208,623 restricted stock units ("RSUs") as the 2023 annual equity award grant for Sean Goodman's service as a non-employee member of the issuer's Board of Directors, of which 104,312 vested on May 24, 2023 (the date of grant), and 104,311 will vest on the earlier of (i) the date of the first annual meeting of stockholders of the issuer occurring after the date of grant, or (ii) May 24, 2024.
- 2. Each RSU represents a contingent right to receive one share of the issuer's Class A common stock (the "Common Stock"). The RSUs will convert into shares of Common Stock upon vesting; provided, however, that if, on the conversion date, the reporting person is prohibited from trading in the issuer's securities pursuant to applicable securities laws or the issuer's policies, the conversion date shall be, in the determination of the Compensation Committee of the issuer's Board of Directors, the second trading day after the date the reporting person is no longer prohibited from trading.
- 3. Of this amount, 127,621 are unvested RSUs.
- 4. This statement is being filed by the following reporting persons: AMC Holdings and American Multi-Cinema, Inc., which is a wholly owned subsidiary of AMC Holdings.
- 5. Mr. Goodman is AMC Holdings' executive Vice President and Chief Financial Officer and serves as a director on the Board of Directors of the issuer. Each of the reporting persons is a "director by deputization" solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

AMC Entertainment Holdings, Inc. and American-Multi Cinema, Inc.

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.